

STEWART, ESTES & DONNELL

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Universal Music Group
Attn: JoAn Cho
2220 Colorado Avenue
Santa Monica, CA 90404

August 01, 2001
Page #: 1
Client: 000409
Matter: 000034
Invoice #: 283507

RE: Bridgeport Music v. MCA Records, et al.
File No: 501-188/0409 0034

For Legal Services Rendered in Connection with the above Matter:

| | |
|---|-------------|
| Fees: | \$30,954.50 |
| Expenses: | \$906.85 |
| Total Fees and Expenses Due this Statement: | \$31,861.35 |
| Total Amount Due: | \$31,861.35 |

PLEASE RETURN THIS STATEMENT COVER
WITH YOUR PAYMENT TO ENSURE PROPER CREDIT TO YOUR ACCOUNT



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August 01, 2001
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RE: Bridgeport Music v. MCA Records, et al.
File No: 501-188/0409.0034

For Professional Services Rendered Through July 31, 2001

| Date | Work Performed | Empl | Hours |
|------------|---|------|-------|
| 05/23/2001 | Review of Initial Defendants for conflicts purposes; commencement of review of complaint; letter to Mr. Goldman and Mr. Geller with materials regarding Judges to whom the case has been assigned. | PMK | 2.00 |
| 05/29/2001 | Receipt and review of letter from Jeffrey Goldman to D'Lesli Davis regarding list of identified defendants and answer date. | PMK | 0.20 |
| 06/01/2001 | Several telephone conferences with Mr. Goldman and Ms. Cho extended telephone conference with clerk Roger Milam; telephone conference with attorney Bob Sullivan, counsel for EMI/Capitol; review of Entry of Default; draft Notice of Appearance; memorandum to file; draft Motion and Memorandum for Extension of Time within Which to Respond to Complaint; filing and serving Motion/Memorandum and Notice of Appearance. | PMK | 6.50 |

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| Date | Work Performed | Empl | Hours |
|------------|---|------|-------|
| 06/04/2001 | Two telephone conferences from Mr. Sullivan; receipt and review of docket sheet and court orders entered in case; draft email correspondence to Mr. Goldman, Mr. Meyer and Ms. Cho; telephone conference with court clerk; telephone call from Mr. Rand Levin, business affairs for New York company Razor and Tie Records; memorandum to file. | PMK | 2.00 |
| 06/04/2001 | PACER search and pull docket sheet for PMK. | PAA | 0.40 |
| 06/05/2001 | Receipt and review of facsimile from Bob Sullivan transmitting Order regarding extension of time. | PMK | 0.20 |
| 06/05/2001 | Long distance telephone conferences with Ms. Cho and Mr. Goldman's office; telephone conference with Mr. Goldman; telephone conferences with Mr. Sullivan; two telephone conferences with Plaintiff's counsel, Ms. Davis; memorandum to file; review of PACER docket sheet and orders; receipt and review of email correspondence from Ms. Cho memorandum to file. | PMK | 3.00 |
| 06/05/2001 | PACER search and print out of updated docket sheet. | PAA | 0.40 |
| 06/06/2001 | Receipt and review of Motion and Memorandum to Set Aside Default against Defendants represented by attorney Robert Sullivan. | PMK | 0.20 |
| 06/06/2001 | Telephone conference with attorneys Jay Bowen, Robert Sullivan, Rob Harvy (Burger King's counsel); telephone conference with Ms. Cho; draft motion/memorandum for Extension and Notice of Appearance for UMG Recordings, Inc., d/b/a Hip-O Records; review of docket in PACER regarding service on Hip-O; telephone conference with clerk of court; receipt and review of summons and return to be exhibited to Motion for Extension; memorandum to file. | PMK | 3.00 |
| 06/06/2001 | PACER search with PMK regarding updating return of service and status of extension to respond to requests. | PAA | 0.60 |
| 06/07/2001 | Legal research regarding whether TCPA claims | JMB | 2.40 |

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| Date | Work Performed | Empl | Hours |
|------------|---|------|-------|
| 06/08/2001 | Receipt and review of email correspondence from Mr. Goldman; telephone conference with Mr. Sullivan; extended telephone conference with Mr. Goldman and conference call with Mr. Goldman and clerk Roger Milam; conference call with Mr. Goldman and Ms. Davis; draft motion and memorandum for extension of time within which to respond to Plaintiff's written discovery, filing and serving same; detailed conference call with counsel for Sony, BMG, Warner and EMI; memorandum to file. | PMK | 4.00 |
| 06/08/2001 | PACER search regarding update of pleadings. | PAA | 0.30 |
| 06/11/2001 | Receipt and review of Order regarding expedited hearing to disqualify Bowen Riley Warnock & Jacobson. | PMK | 0.20 |
| 06/11/2001 | Telephone conferences with Mr. Goldman, Mr. Sullivan, Ms. Davis; conference call with Mr. Sullivan and Ms. Davis; memorandum to file. | PMK | 1.00 |
| 06/12/2001 | Receipt and review of facsimile from Jeff Goldman transmitting correspondence to D'Lesli Davis re discovery requests. | PMK | 0.20 |
| 06/12/2001 | Receipt and review of Appearance Notification of Robb S. Harvey for Defendant Burger King. | PMK | 0.20 |
| 06/12/2001 | Extended telephone conference with Mr. Sullivan, Ms. Davis; conference call with Mr. Busch; telephone conference with Mr. Goldman; telephone conference with Judge Brown's office re status conference; telephone conference with Mr. Bowen's office; memorandum to file. | PMK | 2.50 |
| 06/12/2001 | PACER search and print out for updated docket. | PAA | 0.20 |
| 06/13/2001 | Receipt and review of facsimile from Robert Sullivan transmitting correspondence from Richard Busch regarding court conference. | PMK | 0.20 |
| 06/13/2001 | Receipt and review of draft correspondence to Richard Busch from Bob Sullivan regarding need for a status conference. | PMK | 0.20 |
| 06/13/2001 | Receipt and review of telefax from Robert Sullivan regarding correspondence sent to Richard Busch. | PMK | 0.20 |
| 06/13/2001 | Numerous telephone conferences with Mr. Sullivan, Mr. Bowen and Mr. Goldman; conference calls with Mr. Sullivan and Mr. Busch as well as Mr. Sullivan and Mr. Bowen; draft letter to Mr. Busch with Mr. Sullivan; telephone conference with Judge Brown's secretary re potential times for phone conferences for 6/15; email correspondence to Mr. Goldman, Mr. Sullivan and Mr. Bowen re status. | PMK | 3.50 |

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| Date | Work Performed | Empl | Hours |
|------------|---|------|-------|
| 06/14/2001 | Receipt and review of correspondence from Mr. Busch regarding status conference. | PMK | 0.20 |
| 06/14/2001 | Receipt and review of Entry of Default against Calvin A. Rhodes and Poppa Willie Music, Inc. | PMK | 0.20 |
| 06/14/2001 | Numerous telephone conferences with Mr. Sullivan; telephone calls with Mr. Goldman; telephone conferences with court clerk and Mr. Goldman. | PMK | 3.00 |
| 06/15/2001 | Review of Motion/Memorandum for Extension of Time within which to respond to Discovery; preparation for conference calls; participation in extended conference call with defense counsel; appearance in U.S. District Court via conference call for the case management conference and Motion for Extension to Respond to Discovery until August 15, 2001 with Magistrate Judge Brown; telephone conferences with Mr. Goldman; telephone conference with Ms. Cho; memorandum to file. | PMK | 2.50 |
| 06/18/2001 | PACER search to update docket; confirm disqualification hearing for afternoon of 6/18/01. | PAA | 0.30 |
| 06/19/2001 | Telephone conference with Mr. Goldman re strategy of Answer and conference call; telephone conference with Mr. Sullivan; detailed review of papers received from Plaintiff's counsel; memorandum to file. | PMK | 1.50 |
| 06/19/2001 | PACER search to update court docket. | PAA | 0.20 |
| 06/20/2001 | PACER search to update docket sheet. | PAA | 0.20 |
| 06/21/2001 | Receipt and attention to Memorandum in Support of Defendants' Motion to Strike or Dismiss Complaint from Time Warner Defendants. | PMK | 0.20 |
| 06/21/2001 | Receipt and attention to Entry of Default against Rush-Grove. | PMK | 0.20 |
| 06/21/2001 | Receipt and review of Defendant Loud Record's Motion for Entanglement of Time to Respond to Complaint. | PMK | 0.20 |
| 06/21/2001 | Receipt and review of Haber Corporation's Motion to Strike or Dismiss Plaintiff's Complaint and Order from Court establishing responsive date according to local rules. | PMK | 0.20 |

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| Date | Work Performed | Empl | Hours | |
|------------|---|------|-------|----------|
| 06/21/2001 | Receipt and attention to email correspondence from Amy Everhart telephone conference with Bob Sullivan - commencement of review of draft Answer; emails to co-counsel and Ms. Cho email to Ms. Cho and MS&K counsel memorandum to file. | PMK | 2.50 | |
| 06/21/2001 | PACER search to update docket sheet file. | PAA | 0.20 | |
| 06/21/2001 | Analysis of Defendant Sony's Motion to Dismiss Complaint. | PAA | 0.30 | |
| 06/22/2001 | Conference with PMK regarding options for appropriate responsive pleading to Complaint. | TMD | 0.50 | |
| 06/22/2001 | Extensive review of Answer; draft additional affirmative defenses long distance telephone conferences with Ms. Cho, Ms. Glaza, Mr. Sullivan; draft revisions to Answer; draft correspondence to Plaintiffs' counsel re defendants not owned or controlled by our clients; numerous email correspondences to Ms. Cho, Mr. Goldman, Ms. Glaza | PMK | 10.00 | |
| 06/22/2001 | PACER search to update file docket; assist and prepare revisions to Answer. | PAA | 0.90 | |
| 06/25/2001 | Receipt and review of Motion of Defendant Broadcast Music, Inc. to Dismiss Plaintiff's Claims. | PMK | 0.20 | |
| 06/25/2001 | Conference call with Ms. Cho and Mr. Goldman extended conference call with label counsel, Ms. Cho and Mr. Goldman; phone conference with Mr. Sullivan, telephone conference with Mr. Goldman; editing answer for filing and service. | PMK | 3.00 | |
| 06/25/2001 | Proof and revise Answer to be filed; coordinate copying and drop at Federal Court to be filed. | PAA | 1.80 | |
| 06/25/2001 | PACER search to update docket. | PAA | 0.20 | |
| 06/25/2001 | PACER search regarding updated docket showing motions filed and updated listing of counsel of record. | PAA | 0.40 | |
| 06/27/2001 | Receipt and review of Notice of Appearance for F. Casey Del Casino from Robert Sullivan. | PMK | 0.20 | |
| 06/27/2001 | Update docket through PACER search. | PAA | 0.20 | REDACTED |

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| Date | Work Performed | Empl | Hours |
|------------|--|------|-------|
| 06/28/2001 | Receipt and review of Entry of Default against ASB Music. | PMK | 0.20 |
| 06/28/2001 | Receipt and review of facsimile from Plaintiff's counsel transmitting motions and memorandums of Gotee Records, Burger King and DM Records, for Extension of Time to Respond to Interrogatories | PMK | 0.20 |
| 06/28/2001 | PACER search to update docket. | PAA | 0.20 |
| 06/29/2001 | Receipt and review of correspondence from Plaintiff's counsel regarding Defendants' claims of overbroad discovery requests. | PMK | 0.20 |
| 06/29/2001 | Receipt and review of facsimile from Plaintiff's counsel transmitting Order from court regarding filed dispositive motions. | PMK | 0.20 |
| 06/29/2001 | PACER search to update docket. | PAA | 0.20 |
| 07/02/2001 | PACER search to update docket. | PAA | 0.20 |
| 07/03/2001 | Telephone conference with attorney Steve Weinberg of Christensen Miller of L.A. re representation of the Estate of Tupac Shakar; long distance telephone call with Ms. Cho memorandum to file; two telephone calls with Mr. Sullivan. | PMK | 1.25 |
| 07/03/2001 | PACER search for any updates to docket. | PAA | 0.10 |
| 07/04/2001 | Review notes of conversation of July 3 with attorney Steve Wineberg; draft email correspondence to Mr. Goldman and Ms. Cho. | PMK | 1.00 |
| 07/05/2001 | PACER search to update docket. | PAA | 0.20 |
| 07/06/2001 | Attention to, receipt and review of Defendant BMG's Motion to Dismiss TN Consumer Protection Act Claims. | JMB | 0.20 |
| 07/06/2001 | Legal research | JMB | 2.70 |
| 07/09/2001 | Telephone conference with Ms. Everhart; telephone conference with Mr. Sullivan; email correspondence to Mr. Goldman and Ms. Cho; review of response of plaintiffs to motion to strike and reply to memorandum of supplementary record on motion to disqualify; participation in label conference call with Ms. Cho and Mr. Goldman re status of case and corporate disclosure filing; receipt and review of email correspondence from Mr. Goldman and Ms. Cho re corporate disclosure statement. | PMK | 4.00 |
| 07/09/2001 | Legal research | JMB | 4.00 |

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| Date | Work Performed | Empl | Hours |
|------------|---|------|-------|
| 07/10/2001 | Telephone conference with Ms. Cho | PMK | 4.00 |
| 07/10/2001 | long distance telephone conference with Mr. Goldman's office re clients for whom he and Mr. Frackman's appearance should be entered; telephone conference with Mr. Bowen and Ms. Everhart; draft email correspondence to Ms. Cho and Mr. Goldman; email correspondence to Ms. Amy Everhart; memorandum to file; receipt and review of order signed by Judge Campbell re denial of motion to stay discovery. | JMB | 2.20 |
| 07/10/2001 | Continued legal research | PAA | 1.10 |
| 07/10/2001 | PACER search to update docket; Analysis of Appearance for defendants and Answer; begin comparison for charting. | PMK | 4.00 |
| 07/11/2001 | Thorough review of plaintiff's response to BMG et al defendants' motion to sever and plaintiff's response to BMG et al Defendants' motion to dismiss state claims; review draft of legal memorandum re 1404 transfer on behalf of defendants; telefax correspondence to Ms. Cho; telephone conference with Mr. Sullivan and Ms. Everhart re corporate disclosure statement; telephone conference with Mr. Goldman's office; memorandum to file. | SBM | 0.90 |
| 07/11/2001 | Research | JMB | 0.30 |
| 07/11/2001 | Review of Plaintiff's response to Motion to Dismiss negligence and TCPA claims. | PAA | 2.60 |
| 07/11/2001 | PACER search to update docket; telephone calls to King & Ballow to obtain complete copy of plaintiff's Response to Motion to Sever | PMK | 3.00 |
| 07/12/2001 | Telephone calls with Mr. Sullivan, Ms. Everhart, Mr. Goldman, draft corporate disclosure statement; letter to Plaintiff's counsel re Praise Records on Cochise Productions; receipt and review of email correspondence re discovery conference to be held with plaintiff's counsel; receipt and review of order and memorandum denying motions to disqualify. | PMK | 0.20 |
| 07/12/2001 | Receipt and review of correspondence to plaintiff's counsel from Mr. Newsom re BMI production requests. | | |

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| Date | Work Performed | Empl | Hours |
|------------|---|------|-------|
| 07/12/2001 | Began drafting research memo | JMB | 1.00 |
| 07/12/2001 | PACER search to update docket. | PAA | 0.20 |
| 07/12/2001 | File analysis and revisions to chart of defendants' appearance and answer in preparation for corporate disclosure filings. | PAA | 2.70 |
| 07/13/2001 | Telephone conference with Mr. Bowen, Mr. Sullivan, Ms. Cho; drafting and editing of Corporate Disclosure Statement, filing and serving same; receipt and review of emails from counsel receipt and review of several filings of the plaintiff and order denying motion to reply and for oral argument. | PMK | 3.00 |
| 07/13/2001 | Retrieve plaintiff's Response in Opposition to Defendants' Motions for Oral Arguments facsimile; PACER search to update docket. | PAA | 0.30 |
| 07/13/2001 | Prepare revisions to draft Corporate Disclosure Statement. | PAA | 0.40 |
| 07/15/2001 | Continued legal research | JMB | 4.60 |
| 07/16/2001 | Two telephone calls from Mr. Sullivan; email correspondence to Mr. Goldman and Ms. Cho upcoming conference call, strategy and scheduling, participation in conference call, filing Motion re Pro Hac Vice; telephone conference with clerk Roger Milam. | PMK | 2.00 |
| 07/16/2001 | Participated in conference call with defense counsel regarding motion to transfer and motion to stay discovery. | JMB | 0.50 |
| 07/16/2001 | Continued work on research memorandum | JMB | 4.30 |
| 07/16/2001 | PACER search to update docket. | PAA | 0.20 |
| 07/17/2001 | Receipt and review of Plaintiffs' response to motion to strike. | PMK | 0.20 |
| 07/17/2001 | Receipt and review of motion of N-The Water to enlarge time. | PMK | 0.20 |
| 07/17/2001 | Receipt and review of Notice of Anticipated filings for Extension of Time of EMI. | PMK | 0.20 |
| 07/17/2001 | Receipt and review of Response and Opposition to | PMK | 0.20 |

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| Date | Work Performed | Empl | Hours |
|------------|--|------|-------|
| | BMI's Motion to Dismiss. | | |
| 07/17/2001 | Receipt and review of Order from Court re filing of dispositive motions | PMK | 0.20 |
| 07/17/2001 | PACER search to update docket. | PAA | 0.30 |
| 07/18/2001 | PACER search to update docket. | PAA | 0.20 |
| 07/19/2001 | Receipt and review of amended notices of deposition. | PMK | 0.20 |
| 07/19/2001 | Receipt and review of Plaintiff's response to motions to strike and dismiss of EMI Records. | PMK | 0.20 |
| 07/19/2001 | Review of materials in preparation for conference call with label counsel; conference call with Mr. Bowen, Mr. Sullivan, Mr. Poes and Mr. Mervis re strategy for conference call with Mr. Busch; receipt and review of draft correspondence from Mr. Mervis to Mr. Busch re discovery issues; participation in conference call with defense counsel and Mr. Busch and Ms. Davis; memorandum to file; | PMK | 3.00 |
| | memorandum to file. | | |
| 07/19/2001 | PACER search to update docket sheets. | PAA | 0.20 |
| 07/20/2001 | Receipt, review and editing of draft letter to Mr. Busch re discovery disputes; long distance telephone conference with Mr. Bowen long distance telephone conference to Mr. Goldman's office and to Ms. Cho's office long distance telephone conference with Mr. Mayer and Mr. Brian Ross of Goldman's office; memorandum to file. | PMK | 2.00 |
| 07/20/2001 | Telephone conference with Amy Everhart regarding BMG's Motion to Sever. | JMB | 0.20 |
| 07/20/2001 | Telephone conference with Brian Ross regarding Motion to Sever. | JMB | 0.10 |
| 07/20/2001 | Correspondence with Amy Everhart and Brian Ross regarding Motion to Sever. | JMB | 0.30 |
| 07/20/2001 | PACER search to update docket sheet. | PAA | 0.20 |

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| Date | Work Performed | Empl | Hours |
|------------|--|------|-------|
| 07/23/2001 | Review of draft letter to Busch re discovery conference of 7/19/01; telephone conference with Amy Everhart re same; attendance and participation in detailed label conference call; conference call with Mr. Goldman, Ms. Benson and Ms. Cho; memorandum to file; telephone conference with Ben Harrison telephone conference with Ms. Cho; telephone call with Mr. Sullivan re same; review of email correspondence from Mr. Levin to Ms. Cho long distance telephone conference with Mr. Levin; email correspondence to Ms. Cho; receipt and review of letter from Mr. Busch re discovery dispute; (continued). | PMK | 5.25 |
| 07/23/2001 | (continued) review of email from Mr. Mervis; draft email correspondence to label counsel | PMK | 0.00 |
| 07/23/2001 | File overview and analysis; preparation of subfiles for discovery correspondence, communications among counsel, general pleadings information and organization. | PAA | 1.10 |
| 07/24/2001 | Receipt and review of Notice of Deposition of EMI Publishing, Inc. | PMK | 0.20 |
| 07/24/2001 | Receipt and review of correspondence from Mr. Busch regarding discovery. | PMK | 0.20 |
| 07/24/2001 | Receipt and review of numerous email communications; telephone conferences with Mr. Sullivan, Mr. Goldman, Mr. Ross; receipt and review of draft discovery, motion and brief; review and edit letter to Mr. Busch; draft email correspondence | PMK | 2.50 |
| 07/24/2001 | PACER search to update docket; complete file analysis and organization of Universal defendants' materials and pleadings; delete duplicates and prepare pleadings in chronological order; begin drafting of indexes. | PAA | 1.90 |
| 07/25/2001 | Telephone conferences with Mr. Sullivan's office; receipt and review of numerous email communications 7/1, 2001; thorough review of memorandum from District Judge Campbell | PMK | 1.50 |

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| Date | Work Performed | Empl | Hours |
|------------|---|------|-------|
| 07/25/2001 | PACER search to update docket; prepare pleadings indexes for Universal defendants and separate for other defendants; prepare notebook. | PAA | 2.20 |
| 07/26/2001 | Receipt and review of facsimile correspondence from Mr. Busch concerning discovery issues. | PMK | 0.20 |
| 07/26/2001 | Participation in extended conference call; review of materials in preparation for meeting with Mr. Busch on July 27; telephone conference with Mr. Sullivan; memorandum to file. | PMK | 2.00 |
| 07/26/2001 | PACER search to update docket; complete indexes of all pleadings including discovery pleadings and file. | PAA | 2.30 |
| 07/27/2001 | Receipt and review of correspondence from Mr. Bowen to Mr. Busch regarding Mr. Bowen's letter re discovery and the judge's Order to Sever. | PMK | 0.20 |
| 07/27/2001 | Review of file materials; extended office conference with Mr. Sullivan and Mr. Bowen; extended office conference with Mr. Busch and Ms. Davis; memorandum to file. | PMK | 3.50 |
| 07/27/2001 | File analysis for PMK regarding discovery requests to Universal Defendants. PACER search to update docket. | PAA | 0.40 |
| 07/30/2001 | Receipt and review of Plaintiffs' Motion for Review of and Partial Objection to the Magistrate's Ruling on Motion to Disqualify. | PMK | 0.20 |
| 07/30/2001 | Receipt and review of emails conference call with Bob Sullivan and Amy Everhart; participation in label conference call; participation in conference call with Mr. Sullivan and Mr. Bowen; two telephone conferences with Mr. Harrison, email correspondence to Mr. Harrison long distance telephone conference to Ms. Cho's office; long distance telephone conference with Mr. Peter Shakar memorandum to file. | PMK | 4.00 |
| 07/30/2001 | PACER search to update docket sheet. | PAA | 0.20 |
| 07/30/2001 | Update and revise general pleadings index with Plaintiff's Motion for Review. | PAA | 0.40 |
| 07/30/2001 | Prepare pleadings index for Plaintiff's discovery to Universal Defendants; file Plaintiff's First Request and Proposed Discovery Objections and Responses from Joint Defense Committee Meeting. | PAA | 0.60 |

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| Date | Work Performed | Empl | Hours |
|-------------|--|--------|-------------|
| 07/31/2001 | Long distance telephone conference with Mr. Goldman re logistics of filing Severance Brief today; numerous telephone conferences with Ms. Everhart re edits to papers, long distance telephone conference with Mr. Steve Baldini; outside conference with Mr. Bowen and Ms. Everhart re final review and signing off on the brief for the Universal defendants; preparation of list of our defendants to exhibit to brief, receipt and review of numerous emails | PMK | 3.50 |
| 07/31/2001 | PACER search to update docket. | PAA | 0.40 |
| Total Hours | | 155.90 | |
| Total Fees | | | \$30,954.50 |

TIMEKEEPER SUMMARY

| Timekeeper | | | Time | Rate | Amount |
|------------|------------------------|---------------------|--------|----------|-------------|
| JMB | Jeffrey M. Beemer | Associate | 22.80 | \$185.00 | \$4,218.00 |
| PAA | Patricia A. Arnold | INACTIVE TIMEKEEPER | 25.40 | \$100.00 | \$2,540.00 |
| PMK | Philip M. Kirkpatrick | Partner | 106.30 | \$225.00 | \$23,917.50 |
| SBM | Stephen B. Morton | INACTIVE TIMEKEEPER | 0.90 | \$185.00 | \$166.50 |
| TMD | Thomas M. Donnell, Jr. | Partner | 0.50 | \$225.00 | \$112.50 |

LIST OF EXPENSES

| Date | Description | Amount |
|------------|-------------------------------|---------|
| 06/01/2001 | Photocopies | \$27.00 |
| 06/01/2001 | Photocopies | \$24.75 |
| 06/01/2001 | Long Distance Telephone Calls | \$4.26 |
| 06/05/2001 | Photocopies | \$1.00 |
| 06/05/2001 | Photocopies | \$0.50 |
| 06/06/2001 | Photocopies | \$8.00 |
| 06/06/2001 | Photocopies | \$6.00 |
| 06/06/2001 | Photocopies | \$0.75 |
| 06/08/2001 | Photocopies | \$7.25 |
| 06/08/2001 | Photocopies | \$36.00 |
| 06/08/2001 | Photocopies | \$42.00 |

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| Date | Work Performed | Empl | Hours | |
|-------------|---|--------|------------|-------------|
| 09/13/2001 | Comprehensive review of meet and confer letter from Mr. Busch and draft of meet and confer letter from Mr. Mayer; long distance telephone conference re same; email correspondence to and from Ms. Cho. | PMK | 2.00 | |
| 09/13/2001 | Continue task of updating docket sheets for 106 individual cases, cull duplicate pleadings. | PAA | 5.50 | |
| 09/14/2001 | Receipt and attention to Plaintiffs' responses to First Interrogatory and First Request. | PMK | 8.20 | |
| 09/14/2001 | Review of draft of meet and confer response from Marc Mayer; review court orders; draft revisions to the response letter; three telephone conferences with Marc Mayer re suggested changes and review of numerous discovery responses from Mr. Busch for Plaintiffs; letter to Mr. Goldman with copies of same. | PMK | 5.00 | |
| 09/14/2001 | Complete update of all individual cases with docket sheets, motions, memoranda and orders. | PAA | 3.60 | |
| 09/14/2001 | Update 0412 pleadings index and file six Orders, four Applications and Orders for Appearance Pro Hac Vice and Notice of Appointment of Counsel. | PAA | 0.40 | |
| 09/14/2001 | Analysis of Plaintiff's responses to discovery requests and docket which cases go unresponded. | PAA | 0.40 | |
| 09/14/2001 | Preparation of Plaintiff's responses in 93 cases | PAA | 0.60 | |
| Total Hours | | 171.10 | Total Fees | \$30,122.00 |

TIMEKEEPER SUMMARY

| Timekeeper | | | Time | Rate | Amount |
|------------|-----------------------|---------------------|-------|----------|-------------|
| JMB | Jeffrey M. Beemer | Associate | 1.70 | \$185.00 | \$314.50 |
| JRC | Joyce R. Cope | PARALEGAL | 10.00 | \$100.00 | \$1,000.00 |
| MBL | Mary B. Langford | Associate | 4.00 | \$185.00 | \$740.00 |
| PAA | Patricia A. Arnold | INACTIVE TIMEKEEPER | 41.70 | \$100.00 | \$4,170.00 |
| PFK | Peter F. Klett III | Partner | 4.00 | \$185.00 | \$740.00 |
| PMK | Philip M. Kirkpatrick | Partner | 97.50 | \$225.00 | \$21,937.50 |
| VLS | Vicki L. Schmidt | Paralegal | 12.20 | \$100.00 | \$1,220.00 |

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LIST OF EXPENSES

| | | |
|------------|--|---------|
| 07/30/2001 | Long Distance Telephone Calls | \$9.07 |
| 08/01/2001 | Philip M. Kirkpatrick - Business Meals | \$18.25 |
| 08/01/2001 | Photocopies | \$1.40 |
| 08/01/2001 | Photocopies | \$24.60 |
| 08/02/2001 | Telecopier Transmittals | \$39.00 |
| 08/02/2001 | Telecopier Transmittals | \$18.00 |
| 08/02/2001 | Long Distance Telephone Calls | \$11.29 |
| 08/02/2001 | Photocopies | \$1.00 |
| 08/02/2001 | Photocopies | \$23.30 |
| 08/02/2001 | Photocopies | \$2.00 |
| 08/06/2001 | Telecopier Transmittals | \$2.00 |
| 08/07/2001 | Telecopier Transmittals | \$2.00 |
| 08/07/2001 | Telecopier Transmittals | \$4.00 |
| 08/07/2001 | Long Distance Telephone Calls | \$3.52 |
| 08/07/2001 | Photocopies | \$0.30 |
| 08/07/2001 | Photocopies | \$0.10 |
| 08/08/2001 | Telecopier Transmittals | \$25.00 |
| 08/09/2001 | Long Distance Telephone Calls | \$14.25 |
| 08/10/2001 | Long Distance Telephone Calls | \$1.67 |
| 08/14/2001 | Long Distance Telephone Calls | \$3.89 |
| 08/15/2001 | Telecopier Transmittals | \$25.00 |
| 08/15/2001 | Photocopies | \$3.70 |
| 08/15/2001 | Photocopies | \$0.60 |
| 08/15/2001 | Photocopies | \$1.00 |
| 08/15/2001 | Photocopies | \$0.10 |
| 08/15/2001 | Photocopies | \$0.10 |
| 08/15/2001 | Photocopies | \$0.10 |
| 08/16/2001 | Copy of order from federal court | \$0.50 |
| 08/21/2001 | Philip M. Kirkpatrick - Business Meals | \$18.00 |
| 08/21/2001 | Telecopier Transmittals | \$12.00 |
| 08/21/2001 | Photocopies | \$2.40 |

Client 000409
Matter 000034
Invoice # 284151

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LIST OF EXPENSES

| | | |
|------------|--------------|----------|
| 08/21/2001 | Photocopies. | \$0.40 |
| 08/21/2001 | Photocopies | \$3.20 |
| 08/21/2001 | Photocopies. | \$0.80 |
| 08/21/2001 | Photocopies. | \$3.20 |
| 08/21/2001 | Photocopies. | \$0.80 |
| 08/21/2001 | Photocopies | \$9.60 |
| 08/21/2001 | Photocopies. | \$9.60 |
| 08/21/2001 | Photocopies. | \$9.60 |
| 08/21/2001 | Photocopies | \$11.20 |
| 08/21/2001 | Photocopies | \$182.30 |
| 08/21/2001 | Photocopies | \$231.40 |
| 08/21/2001 | Photocopies | \$25.80 |
| 08/21/2001 | Photocopies | \$14.00 |
| 08/21/2001 | Photocopies | \$10.40 |
| 08/21/2001 | Photocopies | \$135.30 |
| 08/21/2001 | Photocopies. | \$92.20 |
| 08/21/2001 | Photocopies. | \$2.40 |
| 08/21/2001 | Photocopies. | \$29.60 |
| 08/21/2001 | Photocopies. | \$51.60 |
| 08/21/2001 | Photocopies. | \$5.60 |
| 08/21/2001 | Photocopies | \$33.60 |
| 08/21/2001 | Photocopies. | \$10.40 |
| 08/21/2001 | Photocopies. | \$13.60 |
| 08/21/2001 | Photocopies | \$17.00 |
| 08/21/2001 | Photocopies. | \$4.20 |
| 08/21/2001 | Photocopies. | \$7.20 |
| 08/21/2001 | Photocopies. | \$11.20 |
| 08/21/2001 | Photocopies. | \$10.40 |
| 08/21/2001 | Photocopies | \$10.40 |
| 08/21/2001 | Photocopies. | \$3.20 |
| 08/21/2001 | Photocopies | \$14.80 |

Client: 000409
Matter: 000034
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LIST OF EXPENSES

| | | |
|------------|--|----------|
| 08/21/2001 | Photocopies. | \$5.00 |
| 08/21/2001 | Photocopies | \$4.80 |
| 08/21/2001 | Photocopies. | \$0.20 |
| 08/21/2001 | Photocopies. | \$8.00 |
| 08/21/2001 | Photocopies. | \$0.20 |
| 08/21/2001 | Photocopies. | \$2.00 |
| 08/21/2001 | Photocopies. | \$3.70 |
| 08/21/2001 | Photocopies. | \$0.20 |
| 08/21/2001 | Photocopies. | \$0.20 |
| 08/21/2001 | Photocopies. | \$0.60 |
| 08/21/2001 | Photocopies. | \$228.60 |
| 08/22/2001 | U.S. Postmaster - postage for mailing of motion, memorandum and interrogatories to Plaintiff's co-counsel. | \$9.98 |
| 08/22/2001 | Long Distance Telephone Calls | \$6.11 |
| 08/22/2001 | Photocopies. | \$0.20 |
| 08/22/2001 | Photocopies. | \$4.20 |
| 08/23/2001 | Telecopier Transmittals. | \$16.00 |
| 08/23/2001 | Telecopier Transmittals. | \$23.00 |
| 08/24/2001 | Photocopies. | \$0.30 |
| 08/24/2001 | Photocopies. | \$1.20 |
| 08/24/2001 | Photocopies. | \$0.50 |
| 08/26/2001 | Telecopier Transmittals. | \$6.00 |
| 08/27/2001 | Telecopier Transmittals. | \$16.00 |
| 08/27/2001 | Photocopies. | \$1.30 |
| 08/27/2001 | Photocopies. | \$0.50 |
| 08/27/2001 | Photocopies. | \$2.00 |
| 08/27/2001 | Photocopies. | \$1.20 |
| 08/27/2001 | Photocopies. | \$0.10 |
| 08/27/2001 | Photocopies. | \$0.70 |
| 08/27/2001 | Photocopies. | \$2.20 |
| 08/27/2001 | Photocopies. | \$2.20 |

Client: 000409
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LIST OF EXPENSES

| | | |
|----------------|--|------------|
| 08/28/2001 | Telecopier Transmittals | \$2.00 |
| 08/29/2001 | Long Distance Telephone Calls | \$9.44 |
| 08/29/2001 | Photocopies | \$0.10 |
| 08/29/2001 | Photocopies | \$2.50 |
| 08/29/2001 | Photocopies | \$0.50 |
| 08/30/2001 | Chad Bahr - Mileage to and from Federal Court for filing (2 miles @ \$.345 per mile) | \$0.69 |
| 08/31/2001 | Telecopier Transmittals | \$12.00 |
| 08/31/2001 | Long Distance Telephone Calls | \$10.18 |
| 09/05/2001 | Federal Express - overnight delivery to John Cho @ MCA Records | \$24.45 |
| 09/05/2001 | Photocopies | \$0.20 |
| 09/05/2001 | Photocopies | \$4.90 |
| 09/06/2001 | Telecopier Transmittals | \$20.00 |
| 09/06/2001 | Long Distance Telephone Calls | \$7.96 |
| 09/07/2001 | Photocopies | \$0.10 |
| 09/07/2001 | Photocopies | \$0.50 |
| 09/12/2001 | Photocopies | \$5.50 |
| 09/12/2001 | Photocopies | \$22.70 |
| 09/13/2001 | Long Distance Telephone Calls | \$4.63 |
| 09/14/2001 | Telecopier Transmittals | \$28.00 |
| 09/14/2001 | Long Distance Telephone Calls | \$13.88 |
| 09/14/2001 | Photocopies | \$0.10 |
| 09/14/2001 | Photocopies | \$1.00 |
| 09/14/2001 | Photocopies | \$0.10 |
| 09/14/2001 | Photocopies | \$0.20 |
| Total Expenses | | \$1,751.96 |

STEWART, ESTES & DONNELL

ATTORNEYS AT LAW
SUNTRUST CENTER, 14TH FLOOR
424 CHURCH STREET
NASHVILLE, TENNESSEE 37219-2392
TELEPHONE (615) 244-6538
TELECOPIER (615) 256-8386
FEDERAL TAX ID NO. 62-0947035

Universal Music Group
Attn: JoAn Cho
2220 Colorado Avenue
Santa Monica, CA 90404

December 07, 2001
Page #: 1
Client: 000409
Matter: 000034
Invoice #: 284619

RE: Bridgeport Music v. MCA Records, et al.
File No: 501-188/0409.0034

For Legal Services Rendered in Connection with the above Matter:

| | |
|---|-------------|
| Fees: | \$60,721.50 |
| Expenses: | \$2,036.92 |
| Total Fees and Expenses Due this Statement: | \$62,758.42 |
| Total Amount Due: | \$62,758.42 |

PLEASE RETURN THIS STATEMENT COVER
WITH YOUR PAYMENT TO ENSURE PROPER CREDIT TO YOUR ACCOUNT

Client: 000409
Matter: 000034
Invoice #: 284151

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| | |
|-------------------------|--------------------|
| Total Current Invoice | \$31,873.96 |
| TOTAL AMOUNT DUE | \$31,873.96 |

STEWART, ESTES & DONNELL

ATTORNEYS AT LAW
SUNTRUST CENTER, 14TH FLOOR
424 CHURCH STREET
NASHVILLE, TENNESSEE 37219-2392
TELEPHONE (615) 244-6538
TELECOPIER (615) 256-8386
FEDERAL TAX ID NO. 62-0947036

Universal Music Group
Attn: JoAn Cho
2220 Colorado Avenue
Santa Monica, CA 90404

December 07, 2001
Page #: 1
Client: 000409
Matter: 000034
Invoice #: 284619

RE: Bridgeport Music v. MCA Records, et al
File No: 501-188/0409.0034

For Professional Services Rendered Through November 30, 2001

| Date | Work Performed | Empl | Hours |
|------------|---|------|-------|
| 09/17/2001 | Receipt and review of Application of Jonathan Davis to appear pro hac vice. | PMK | 0.20 |
| 09/17/2001 | Receipt and review of correspondence from Mr. Busch regarding interrogatory responses. | PMK | 0.20 |
| 09/17/2001 | Receipt and review of Motion to Admit Pro Hac Vice attorneys Nelson Atkins and Kenneth Jones. | PMK | 0.20 |
| 09/17/2001 | Conference call with Mr. Mayer and Mr. Goldman; telephone conference with Mr. Busch's paralegal requesting an extension within which to respond to the thirteen remaining claims/suits re our discovery requests; telephone conference with Ms. Everhart; extended long distance telephone conference with Mr. Nene Montes re some points re prior Bridgeport litigation; telephone conference with Mr. Sullivan; memorandum to file. | PMK | 3.00 |
| 09/17/2001 | Analysis of discovery requests; update of pleadings indexes - general and discovery. | PAA | 0.90 |
| 09/18/2001 | Review of plaintiffs' discovery requests in connection with correspondence received on September 17, 2001 from attorney Jeff Miller of King & Ballow; memorandum to file. | PMK | 0.50 |

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Client: 000409
 Matter: 000034
 Invoice #: 284619

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| Date | Work Performed | Empl | Hours |
|------------|---|------|-------|
| 09/19/2001 | Telephone conference with Mr. Goldman; email correspondence to Mr. Busch requesting meet and confer. | PMK | 0.50 |
| 09/19/2001 | USDC website search to update Orders; PACER search case #703 for update. | PAA | 0.30 |
| 09/20/2001 | Receipt and review of correspondence from Marc Mayer to Richard Busch re plaintiffs' discovery responses. | PMK | 0.20 |
| 09/20/2001 | Review of materials in preparation for a discovery conference with Plaintiffs' counsel; telephone conferences with Plaintiffs' counsel's office personnel; extended telephone conference with Mr. Busch and Ms. Davis re the inadequacy of the Plaintiffs' responses to our first written discovery; long distance telephone conference with Mr. Goldman to report as to same; memorandum to file. | PMK | 3.00 |
| 09/20/2001 | Assist with preparation for filing of motions, memoranda, interrogatory and request. | BMF | 9.00 |
| 09/20/2001 | Attention to pleadings files regarding Magistrate's Order regarding discovery disputes; PACER search for any case updates. | PAA | 0.50 |
| 09/21/2001 | email correspondence to Mr Frackman, Mr. Goldman and Ms. Cho re meet and conference of September 20 and re upcoming conference call with Judge Brown for September 28, 2001; telephone conference with Mr. Goldman's office; telephone conference with Ms. Cho's office; draft letter to Plaintiffs' counsel re response to their September 17, 2001 letter; copy email to Ms. Cho re Plaintiffs' discovery responses; telephone conference with Mr. Goldman's secretary re copies of discovery to Ms. Cho; telephone conference with Mr. Marc Mayer. | PMK | 3.00 |
| 09/21/2001 | Pull out 106 cases and assemble Plaintiff's discovery responses to Universal Defendants' Interrogatories and document requests; prepare notebook of responses. | PAA | 1.90 |

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Client: 000409
Matter: 000034
Invoice #: 284619

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| Date | Work Performed | Empl | Hours |
|------------|---|------|-------|
| 09/24/2001 | Telephone conference with Ms. Cho; telephone conference with counsel at Mitchell, Silberberg; participation in label conference call; telephone conference with Judge's office; participation in extended telephone hearing with Mr. Busch and Judge Brown; draft memorandum to file review of numerous discovery responses from Plaintiffs; draft discovery conference statement and transmittal of same to Judge Brown and Mr. Busch; telephone conferences with Ms. Everhart and Mr. Sullivan. | PMK | 4.50 |
| 09/24/2001 | Update 0412 pleadings file and prepare subfiles regarding Universal Music Group's Responses to Plaintiff's Request for Production and Plaintiff's Objections. | PAA | 0.90 |
| 09/25/2001 | Telephone conference with Mr. Sullivan; telephone conference with Mr. Mayer; telephone conference with Ms. Everhart telephone conferences with Judge Brown's office; | PMK | 2.75 |
| 09/25/2001 | PACER search to update 0412 docket sheet and review of individual cases for any updates. | PAA | 0.40 |
| 09/26/2001 | Editing and drafting of memorandum to file re conference call with Magistrate Judge Brown | PMK | 1.50 |
| 09/26/2001 | PACER search regarding updates on 0412 docket sheet; coordinate with copy company regarding duplication of discovery; prepare subfile for additional discovery requests. | PAA | 1.00 |
| 09/27/2001 | Receipt and review of correspondence from Mr. Mayer to Mr. Busch. | PMK | 0.20 |
| 09/27/2001 | Receipt and review of facsimile from Nicole Harris transmitting correspondence from Mr. Busch | PMK | 0.20 |
| 09/27/2001 | Long distance telephone conference with Nicole Harris; telephone conference with Marc Mayer's office; memorandum to file; email correspondence to label group. | PMK | 1.00 |
| 09/27/2001 | PACER search to update 0412 and check status of dockets on other 106 cases. | PAA | 0.20 |
| 09/27/2001 | Update correspondence subfile; prepare subfile of legal research; update draft pleadings subfile and original additional pleadings into case nos. 703 and 706. | PAA | 1.60 |

REDACTED